



CONSTITUTION

December 2021

1. NAME

The name of the incorporated association is 'The South Australian Financial Counsellors Association' referred to as 'SAFCA'.

2. INTERPRETATION

In this Constitution, the following definitions shall apply:

'Act' means the Associations Incorporation Act 1985 (SA).

'Affiliate Member' means a person admitted as a Member of SAFCA pursuant to clause 5.6.

'Annual General Meeting' has the meaning defined in clause 8.1.

'Associate Member' means a person admitted as a Member of SAFCA pursuant to clause 5.5.

'Auditor' means a registered company auditor, a firm of registered company auditors, a person who is a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants.

'Australian Financial Counselling Code of Ethical Practice' means the document titled 'The Australian Financial Counselling Code of Ethical Practice' adopted and issued by all Australian state and territory financial counselling associations, as amended or replaced from time to time.

'Board' has the meaning and the powers set out in clause 6.

'Board Committee' means a committee of the Board established pursuant to clause 6.1.

'Board Member' means a member of the Board as set out in clause 6.2.

'Chair' means a Member appointed to the Board pursuant to clause 6.3.

'Commission' means the South Australian Corporate Affairs Commission.

'Continuing Professional Development' means the continuing professional development requirements as set out in the document titled 'National Standards for Membership & Accreditation' adopted and issued by all Australian state and territory financial counselling associations, as amended or replaced from time to time.

'Deputy Chair' means a Board Member appointed to this office by the Board pursuant to clause 6.9(e)(i).

'Elected Board Member' means a Member appointed to the Board pursuant to clause 6.4.

'FCA Disciplinary Process' means the document titled 'Disciplinary Process: Policy and Procedures' adopted and issued by all Australian state and territory financial counselling associations, as amended or replaced from time to time.

'Financial Counselling Agency' means a not-for-profit organisation which offers Financial Counselling Services without charge, commission or other remuneration as defined by ASIC Corporations (Financial Counselling Agencies) Instruments 2017/792 and 2017/793 issued by the Australian Securities and Investments Commission, as amended and replaced from time to time.

'Financial Counselling Sector' means Financial Counselling Agencies and their employees and volunteers including Financial Counsellors.

'Financial Counselling Services' means assisting consumers manage the consequences of indebtedness by advocating, supporting or negotiating on behalf of consumers without charge.

'Financial Counsellor' means a natural person employed by a Financial Counselling Agency, predominately providing Financial Counselling Services free of any conflict of interest.

'Financial Year' means the period commencing on 1 July each year and ending on the following 30 June.

'Full Member' means a person admitted as a Member of SAFCA pursuant to clause 5.4.

'General Meeting' means an Annual General Meeting or a Special General Meeting.

'Independent Board Member' means a natural person appointed to the Board pursuant to clause 6.2.

'Member' or 'Member of SAFCA' means a natural person admitted as a member of SAFCA pursuant to clause 5.

'Metropolitan Area' means the Local Government Areas wholly within the Greater Adelaide Statistical Area as determined by the Australian Bureau of Statistics, namely City of Adelaide, Adelaide Hills Council, City of Burnside, Campbelltown City Council, City of Charles Sturt, Town of Gawler, City of Holdfast Bay, City of Marion, City of Mitcham, Mount Barker District Council, City of Norwood Payneham & St Peters, City of Onkaparinga, City of Playford, City of Port Adelaide Enfield, City of Prospect, City of Salisbury, City of Tea Tree Gully, City of Unley, Town of Walkerville and City of West Torrens.

'Month' means a calendar month.

‘Public Officer’ means a natural person not less than 18 years of age who is resident in South Australia appointed by SAFCA to carry out the responsibilities set out in the Act and this Constitution.

‘Regional Area’ means places in South Australia and Northern Territory that are not in a Metropolitan Area.

‘Related Role’ means employees and volunteers of a Financial Counselling Agency other than Financial Counsellors.

‘Special General Meeting’ has the meaning defined in clause 8.

‘Special Resolution’ means a resolution passed at a General Meeting of SAFCA Members where at least 21 days notice of the proposed resolution has been given and is passed by a majority of not less than three-quarters of Members present and entitled to vote.

‘Relevant Diploma’ means a Diploma of Community Services (Financial Counselling) awarded by a training organisation registered by Australian Skills Quality Authority or relevant state regulator.

‘Relevant Experience’ means the minimum experience working as a Financial Counsellor as set out in the document titled ‘National Standards for Membership & Accreditation’ adopted and issued by all Australian state and territory financial counselling associations, as amended or replaced from time to time.

‘Supervision’ means the supervision requirements as set out in the document titled ‘National Standards for Membership & Accreditation’ adopted and issued by all Australian state and territory financial counselling associations, as amended or replaced from time to time.

3. OBJECTS OF SAFCA

The objects of SAFCA are:

- (a) to be the peak membership organisation for Financial Counsellors in South Australia and Northern Territory;
- (b) to support Financial Counsellors and Financial Counselling Agencies, particularly those that are public benevolent institutions and registered charities, by providing professional development and training for Members to achieve best practice and systems advocacy on behalf of consumers facing disadvantage including financial hardship, homelessness, living in remote and rural communities, and from culturally diverse backgrounds;
- (c) to ensure its Members and Financial Counselling Agencies in South Australia and Northern Territory are supported and recognised by government and businesses;
- (d) to ensure the Financial Counselling Sector in South Australia and Northern Territory has secure, stable and sustainable funding to meet the demand for Financial Counselling Services;
- (e) to work with businesses to recognise the value of Financial Counselling Services;
- (f) to work with stakeholders and organisations with similar purpose to SAFCA to achieve common goals; and
- (g) to be a not-for-profit, charitable and benevolent institution.

4. POWERS OF SAFCA

SAFCA shall have all the powers conferred by the Act.

5. MEMBERSHIP

5.1. Application for membership

- (a) A natural person may apply to be admitted as a Member of SAFCA by submitting an application in the form prescribed by the Board.
- (b) A person admitted as a Member shall agree to comply with the Australian Financial Counselling Code of Ethical Practice and the rules set out in this Constitution.
- (c) Subject to satisfying the requirements, an applicant shall be admitted as:
 - i. a Full Member pursuant to clause 5.4;
 - ii. an Associate Member pursuant to clause 5.5; or
 - iii. an Affiliate Member pursuant to clause 5.6.

5.2. Membership fees

- (a) Membership fees are set annually by the Board and are due and payable when admitted as a Member of SAFCA and then annually on 1 July or at a later time determined by the Board.

- (b) A Member whose membership fees are outstanding for a period of 3 Months after the due date for payment shall cease to be a Member provided that the Board may reinstate such a person's membership on such terms as it thinks fit.

5.3. Full Member

To be admitted as a Full Member, an applicant shall:

- (a) have the Relevant Experience; and
- (b) have been awarded a Relevant Diploma; and
- (c) if working as a Financial Counsellor, satisfy the requirements for Continuing Professional Development and Supervision, or if not working as a Financial Counsellor, satisfy the requirements for Continued Professional Development.

5.4. Associate Member

To be admitted as an Associate Member, an applicant shall:

- (a) be working as a Financial Counsellor; and
- (b) be actively studying towards being awarded a Relevant Diploma, or has been awarded a Relevant Diploma and does not have the Relevant Experience but satisfies the requirements for Continuing Professional Development and Supervision.

5.5. Affiliate Member

To be admitted as an Affiliate Member, an applicant shall:

- (a) be working in the Financial Counselling Sector in a Related Role; or
- (b) be actively studying towards being awarded a Relevant Diploma or has been awarded a Relevant Diploma, but is not working as a Financial Counsellor.

5.6. Voting rights

- (a) Every Full Member and every Associate Member shall be entitled to cast a single vote on each question put at a General Meeting and in a ballot for the appointment of the Chair and Elected Board Members set out in clause 6.
- (b) An Affiliate Member shall not be entitled to cast a vote at a General Meeting nor in a ballot for the appointment of the Chair and Elected Board Members set out in clause 6.

5.7. Resignation of membership

A Member may resign membership of SAFCA by giving notice to the Public Officer of SAFCA and shall be liable for any outstanding subscriptions, including Membership Fees, which may be recovered as a debt due to SAFCA.

5.8. Complaint against a Member

- (a) All complaints against a Member shall be considered by SAFCA in accordance with the FCA Disciplinary Process.
- (b) Subject to the FCA Disciplinary Process and the principles of natural justice, the Board may suspend or terminate membership in the event a Member has been found to:
 - i. be in breach of any rule of SAFCA;
 - ii. be in breach of the Australian Financial Counselling Code of Ethical Practice;
 - iii. have acted in a manner contrary to the interests of SAFCA; or
 - iv. does not satisfy the requirements for membership of SAFCA.

5.9. Register of Members

SAFCA shall maintain a register of Members recording the following information for each Member:

- i full name and address;
- ii telephone number(s);
- iii email address (if applicable);
- iv whether a Full Member, Associate Member or Affiliate Member;

- v employer (if applicable);
- vi the date on which the Member was admitted to, or resigned from, SAFCA; and
- vii the date of and reason(s) for termination of membership (if applicable).

6. THE BOARD

6.1. Powers and duties of the Board

- (a) The affairs of SAFCA shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the Objects of SAFCA, and are not by the Act or by these rules required to be done by SAFCA in General Meeting.
- (b) The Board shall have the management and control of the funds and other property of SAFCA.
- (c) The Board shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of SAFCA on which these rules are silent.
- (d) The Board shall appoint a Public Officer as required by the Act.
- (e) The Board shall appoint a Deputy Chair from amongst its members.
- (f) The Board may appoint other office bearers.
- (g) The Board may appoint Independent Board Members to the Board in accordance with clause 6.5;
- (h) The Board may appoint from amongst its members, or Members of SAFCA, to a Board Committee for any purpose whatsoever with such powers delegated to that Board Committee on terms and conditions as the Board determines.
- (i) The Board may make, amend or rescind rules and regulations (other than rules contained in this Constitution) as in the opinion of the Board are necessary for the proper control, administration and internal management of SAFCA's affairs, interests, effects and property.
- (j) The Board may enforce this Constitution, rules and regulations in such manner as it sees fit.
- (k) The Board may appoint any delegate or delegates to represent SAFCA at meetings of external bodies for any purpose relevant to SAFCA's Objects and with such powers as it determines.
- (l) The Board may employ staff to administer the affairs of SAFCA on terms and conditions determined by the Board provided that such terms and conditions comply with relevant employment laws and standards.
- (m) The Board may delegate powers to one or more of its members and to staff on terms and conditions as determined by the Board.

6.2. Composition of the Board

The Board shall be comprised of not more than 11 members as follows:

- (a) The Chair, who shall be a Full Member of SAFCA, appointed pursuant to clause 6.3 by Members of SAFCA eligible to vote in General Meeting;
- (b) 5 Elected Board Members, each of whom shall be a Full Member of SAFCA and appointed pursuant to clause 6.4 by Members of SAFCA eligible to vote in General Meeting and, for the avoidance of doubt, such Elected Board Members may work in a Regional Area or Metropolitan Area;
- (c) 1 Elected Board Member who shall be a Full Member of SAFCA working in a Regional Area, appointed pursuant to clause 6.4 by Members of SAFCA eligible to vote in General Meeting; and
- (d) Not more than 4 Independent Board Members appointed by the Board pursuant to clause 6.5.

6.3. Appointment of the Chair

- (a) Not less than 6 weeks prior to an Annual General Meeting at which the term of appointment for the Chair will expire pursuant to clause 6.7, the Public Officer will, for a

period of not less than 3 weeks, call for nominations from Members of SAFCA for the position of Chair in a form prescribed by the Public Officer.

- (b) In the event there is more than one nomination, not less than 2 weeks prior to the Annual General Meeting, a postal or electronic ballot of Members eligible to vote shall be conducted by the Public Officer for a period of not less than 13 days.
- (c) The nominee with the most votes, or in the event there being only one nominee, will be appointed Chair as from the closure of the Annual General Meeting.
- (d) In the event there are no nominees for the position of Chair under paragraph (a), there shall be a call for nominations at the Annual General Meeting and, if more than one nomination, an election shall take place by a show of hands.

6.4. Appointment of Elected Board Members

- (a) Not less than 6 weeks prior to an Annual General Meeting at which the term of appointment for one or more Elected Board Members will expire pursuant to clause 6.7, the Public Officer will, for a period of not less than 3 weeks, call for nominations from Members of SAFCA for the vacant positions in a form prescribed by the Public Officer.
- (b) In the event there are more nominations than vacancies, not less than 2 weeks prior to the Annual General Meeting, a postal or electronic ballot of Members eligible to vote shall be conducted by the Public Officer for a period of not less than 13 days.
- (c) The nominees with the most votes, or in the event the number of nominees is not more than the number of vacancies, those nominees will be appointed Elected Board Members at the Annual General Meeting.
- (d) In the event there are fewer nominations for the number of vacant positions under paragraph (a), there shall be a call for nominations for the remaining vacancies at the Annual General Meeting and, if more nominations than vacancies, an election shall take place by a show of hands.
- (e) The nomination and appointment of 1 Elected Board Member from a Regional Area as set out in clause 6.2(c) shall be separate to the nomination and appointment of any other Elected Board Member set out in clause 6.2(b).

6.5. Appointment of Independent Board Members

The Board by unanimous decision may appoint not more than 4 Independent Board Members to the Board for their skills and experience, who are not required to be a Member of SAFCA.

6.6. Casual vacancy

The Board may appoint a person to fill a casual vacancy on the Board until the next Annual General Meeting.

6.7. Term of appointments

- (a) The Chair shall be appointed for a term expiring at the second Annual General Meeting following the Annual General Meeting at which the Chair was appointed and, on expiry of the term, is eligible to seek appointment for another term but shall not hold the office of Chair for more than 3 consecutive terms.
- (b) An Elected Board Member shall be appointed for a term expiring at the second Annual General Meeting following the Annual General Meeting at which the Elected Board Member was appointed and, on expiry of the term, is eligible to seek appointment for another term.
- (c) An Independent Board Member shall be appointed for a term of not more than two years and, on expiry of that term, may be appointed by the Board for a further term.

6.8. Removal of a Board Member

- (a) Subject to clause 5.8, if applicable, and giving a Board Member an opportunity to be heard or make a written submission, the Members of SAFCA in General Meeting may by

resolution remove a Board Member from office before the expiration of that Board Member's term.

- (b) Subject to giving a Board Member an opportunity to be heard or make a written submission the Board by unanimous decision may remove a Board Member from office if that Board Member has been absent from 3 meetings of the Board within a Financial Year without providing an apology or having been granted leave of absence by the Board.

6.9. Meetings of the Board

- (a) The Board shall meet a minimum of 6 times per Financial Year and not less than once each quarter commencing 1 July at places and times determined by the Board.
- (b) A meeting of the Board may be conducted with one or more of its members participating by telephone or video.
- (c) A meeting of the Board may be called by:
 - i. resolution of the Board at a previous meeting;
 - ii. the Chair or any two Board Members calling for a meeting in writing to the Chair stating the business to be conducted.
- (d) A meeting of the Board cannot commence unless there is a quorum of not less than 6 Board Members present.
- (e) If within thirty minutes after the time appointed for the meeting of the Board a quorum is not present, the meeting shall be adjourned to be resumed at the same time on the same day of the following week at the same place, unless otherwise advised to Members by the Chair not less than 48 hours prior to the resumed meeting.
- (f) At the first meeting of the Board after an Annual General Meeting at which the Chair is appointed but not less than 5 weeks following such Annual General Meeting, the Board shall appoint:
 - i. one of the Elected Board Members as Deputy Chair; and
 - ii. one of its members to the Financial Counselling Australia Representative Council, in addition to the Chair.
- (g) The Chair shall preside at a meeting of the Board but in the event the Chair is absent or disqualified from presiding, the Deputy Chair shall preside and, in the event the Deputy Chair is absent or disqualified from presiding, the Board may elect one of its members to preside.
- (h) Questions at a meeting of the Board shall be determined by a majority of votes and, in the event of a tied vote, the presiding member shall have a casting vote in addition to a deliberative vote.
- (i) All Board Members present at a meeting of the Board, including the presiding member, must cast a vote on every question unless they have disclosed an interest pursuant to clause 6.12.
- (j) The agenda for a meeting of the Board shall be distributed to all Board Members at least three clear days prior to the date of the meeting and may be distributed in person, by post or electronically.

6.10. Meetings of Board Committees

- (a) A Board Committee shall have a presiding member appointed by the Board but, if a presiding member is not appointed by the Board, the Board Committee shall appoint a presiding member.
- (b) A meeting of a Board Committee may be conducted with one or more of its members participating by telephone or video.
- (c) A meeting of a Board Committee may be called by:
 - i. resolution of the Board Committee at a previous meeting;
 - ii. the presiding member of the Board Committee, or by any two members calling for a meeting in writing to the presiding member stating the business to be conducted.
- (d) A meeting of a Board Committee cannot commence unless there is a quorum of at least one-half of its members present.

- (e) If within thirty minutes after the time appointed for the meeting of a Board Committee a quorum is not present, the meeting shall be adjourned to be resumed at the same time on the same day of the following week at the same place, unless otherwise advised to Members by the presiding member not less than 48 hours prior to the resumed meeting.
- (f) Questions at a meeting of a Board Committee shall be determined by a majority of votes.
- (g) All members present at a meeting of a Board Committee, including the presiding member, must cast a vote on every question unless they have disclosed an interest pursuant to clause 6.12.
- (h) The agenda for a meeting of a Board Committee shall be distributed to all members at least three clear days prior to the date of the meeting and may be distributed in person, by post or electronically.

6.11. Minutes the Board and Board Committees

- (a) Minutes of the proceedings of meetings of the Board or a Board Committee, including members present, shall be maintained and promptly recorded in a register for that purpose.
- (b) The minutes of a meeting of the Board must be considered and confirmed by its members at the following meeting of the Board.
- (c) The minutes of a meeting of a Board Committee must be considered and confirmed by its members at the following meeting of the Board Committee.
- (d) The minutes shall be signed by the presiding member of the meeting at which the minutes are confirmed.
- (e) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings were duly held and all appointments deemed valid.

6.12. Disclosure of interest

Where a member at a meeting of the Board or Board Committee has any direct or indirect pecuniary interest in a matter before the Board or Board Committee, the member shall:

- (a) disclose the nature and extent of that interest as required by the Act; and
- (b) not vote with respect to that matter.

6.13. Disqualification of Board Member

The office of a Board Member shall become vacant if that Board Member is:

- (a) disqualified by the Act;
- (b) removed from office pursuant to clause 6.8;
- (c) expelled as a Member of SAFCA pursuant to clause 5.8; or
- (d) permanently incapacitated.

7. THE SEAL

- (a) SAFCA shall have a common seal, held by the Public Officer, on which its corporate name shall appear in legible characters.
- (b) The common seal shall not be used without express authorisation of the Board, and every use of the common seal shall be recorded in a minute book for that purpose.
- (c) The affixing of the common seal shall be witnessed by two Board Members authorised by the Board for that purpose.

8. GENERAL MEETINGS

8.1. Annual General Meeting

- (a) The Board shall call an Annual General Meeting in accordance with the Act and these rules but in any event within 5 Months of the end of a Financial Year.
- (b) An Annual General Meeting may be conducted with one or more Members of SAFCA attending in person, by phone or by video.
- (c) The order of business at an Annual General Meeting shall be:

- i. confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
- ii. appointment of the Chair (if applicable);
- iii. appointment of Elected Board Members (if applicable);
- iv. consideration of the accounts, reports of the Board and the Auditor's report;
- v. appointment of an Auditor; and
- vi. any other business requiring consideration by SAFCA in a General Meeting.

8.2. Special General Meeting

- (a) A Special General Meeting may be called by
 - i. the Chair;
 - ii. resolution of the Board; or
 - iii. not less than five Members of SAFCA entitled to vote in writing to the Public Officer stating the purpose of the meeting and business to be conducted.
- (b) A Special General Meeting must be held on a date not less than 14 days after the date of the request.
- (c) In the event that a Special General Meeting called by not less than 5 Members is not held within this time, the Members may convene a Special General Meeting.
- (d) A Special General Meeting may be conducted with one or more Members attending in person, by phone or by video.

8.3. Notice of General Meetings

- (a) Not less than 14 days notice of any General Meeting shall be given to Members of SAFCA setting out where and when the meeting will be held and particulars and order of business to be transacted.
- (b) A notice may be given to a Member by serving the notice personally, by sending it in the post to the address on the Members register or to the email address on the Members register.
- (c) The failure of a Member to receive a notice of General Meeting shall not invalidate any proceedings of the General Meeting.

8.4. Quorum at General Meetings

- (a) A General Meeting cannot take place unless a quorum of 10 Members of SAFCA eligible to vote are present personally or by proxy.
- (b) If within thirty minutes after the time appointed for the General Meeting a quorum is not present, the meeting shall be adjourned to be resumed at the same time on the same day of the following week at the same place, unless otherwise advised to Members by the Public Officer not less than 48 hours prior to the resumed meeting.
- (c) A quorum at a resumed General Meeting previously adjourned under paragraph (b) shall be those present.

8.5. Proceedings at General Meetings

- (a) The Chair shall preside at a General Meeting but in the event the Chair is absent or disqualified from presiding, the Deputy Chair shall preside. In the event the Deputy Chair is absent or disqualified from presiding, the Members may choose a Member amongst them to preside.
- (b) Members may resolve to adjourn a General Meeting to another time but no business shall be transacted at the resumed meeting other than business unfinished at the meeting which was adjourned.

8.6. Voting at General Meetings

- (a) A question for decision at a General Meeting, other than a Special Resolution, shall be determined by a majority of Members present and entitled to vote.

- (b) In the event of a tied vote, the presiding member will have a casting vote in addition to a deliberative vote.
- (c) A declaration by the presiding member that a resolution has been carried or not shall be sufficient evidence of the question having been determined unless a division is demanded by at least three Members, the question shall be determined by a count of the votes for and against the resolution and recorded in the minutes.

8.7. Proxies

A Member shall be entitled to appoint another Member to be their proxy to attend and vote (if eligible) at a General Meeting by submitting a form prescribed by the Board for such purpose.

8.8. Conflict of interest

Where a Board member at a General Meeting has any direct or indirect pecuniary interest in a matter before the General Meeting, the Board Member shall:

- (a) disclose the nature and extent of that interest as required by the Act; and
- (b) not vote with respect to that matter.

8.9. Minutes of General Meeting

- (a) Minutes of all proceedings of General Meetings shall be maintained and promptly recorded in a register for that purpose and shall be available for inspection by Members on request during normal business hours.
- (b) The minutes of an Annual General Meeting must be considered and confirmed by the Members at the following Annual General Meeting.
- (c) The minutes of a Special General Meeting must be considered and confirmed by the Members at the next General Meeting.
- (d) The minutes shall be signed by the presiding member of the General Meeting at which the minutes are confirmed.
- (e) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings were duly held and all appointments deemed valid.

9. DISPUTE RESOLUTION

In the event the Board exercises any power of adjudication that it may have in relation to a dispute between Members or a dispute between itself and a Member or Members, the principles of natural justice shall be observed.

10. FINANCIAL REPORTING

10.1. Accounts

- (a) SAFCA shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of SAFCA in accordance with the Act.
- (b) The accounts, together with the Auditor's report on the accounts and the Board's statement shall be laid before Members at the Annual General Meeting.
- (c) Members shall, upon reasonable notice, be entitled to inspect SAFCA's accounting records during normal business hours.

10.2. Appointment of Auditor

- (a) At each Annual General Meeting, the Members shall appoint a person to be Auditor of SAFCA.
- (b) The Auditor shall hold office until the following Annual General Meeting and is eligible to be re-appointed.
- (c) In the event an appointment of an Auditor is not made at an Annual General Meeting, the Board shall appoint an Auditor for the current Financial Year.

11. PROVISION AGAINST SECURING PROFIT FOR MEMBERS

The income and property of SAFCA, however derived, shall be applied solely towards the promotion of the Objects of SAFCA, and no portion of the income or property of SAFCA shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member of SAFCA, Board Member, officeholder or employee of SAFCA except as bona fide remuneration for service rendered or reimbursement of expenditure incurred on behalf of SAFCA.

12. AMENDMENT

- 12.1 This Constitution may be altered, including rescission or replacement by substitute rules, only by Special Resolution of Members in General Meeting.
- 12.2 The alteration shall be registered with the Commission as required by the Act.
- 13.3 The registered rules shall bind SAFCA and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

13. WINDING UP

Any surplus assets remaining after satisfaction of all debts and liabilities in the event of winding up or dissolution of SAFCA shall not be paid or distributed to Members but shall, subject to any trusts affecting those assets, be transferred to a similar organisation or organisations determined by a resolution of Members in General Meeting, or the Commission if no such resolution is passed

- (a) whose constitution or rules prohibit the distribution of assets or income amongst its members;
- (b) has a charitable and benevolent purpose similar to the Objects of SAFCA;
- (c) is a charity registered by the Australian Charities and Not-for-profits Commission; and
- (d) is approved as a deductible gift recipient by the Australian Taxation Office.